

BellSouth Telecommunications, Inc
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

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Guy M. Hicks
General Counsel

615 214 6301
Fax 615 214 7406

October 20, 2004

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

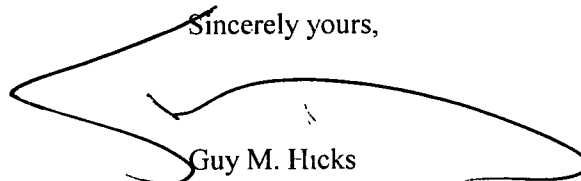
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and CenturyTel Fiber Company II, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. **0400365**

Dear Chairman Miller:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, CenturyTel Fiber Company II, LLC and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated June 21, 2003. The Amendment incorporates new adoption language into the Agreement.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Daniel Davis, General Counsel, Digital Teleport, Inc
Harry N. Malone, Esquire, Swidler Berlin Shereff Friedman, LLP

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and CenturyTel Fiber Company II, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND CENTURYTEL FIBER COMPANY II, LLC
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, CenturyTel Fiber Company II, LLC ("CTF II") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated June 21, 2003 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, CTF II and BellSouth state the following:

1. CTF II and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to CTF II. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on September 22, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which incorporates new adoption language into the Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, CTF II and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties are authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and CTF II within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. CTF II and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to 47 USC Section 252(i) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Interconnection Agreement approved pursuant to 47 USC Section 252.

CTF II and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties

This 20 day of Oct, 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC

By: 

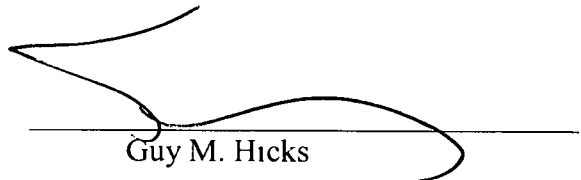
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 20 day of Oct, 2004:

Daniel Davis
General Counsel
Digital Teleport, Inc.
14567 N Outer Forty
Chesterfield, MO 63017

Harry N. Malone, Esquire
Swidler Berlin Shereff Friedman, LLP
30000 K Street, NW, Suite 300
Washington, DC 20007


Guy M. Hicks

**Amendment to the Agreement
Between
CenturyTel Fiber Company II, LLC
and
BellSouth Telecommunications, Inc.
Dated June 21, 2003**

Pursuant to this Amendment, (the "Amendment"), CenturyTel Fiber Company II, LLC ("CTF II"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 21, 2003 ("Agreement") to be effective 30 (thirty) days after the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and CTF II entered into the Agreement on June 21, 2003, and,

WHEREAS, BellSouth and CTF II are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No 01-338, issued on July 13, 2004,

NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to delete Section 13 of the General Terms and Conditions and replace it with the following:

13 Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to CTF II any entire interconnection agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted.

2. All of the other provisions of the Agreement dated June 21, 2003 shall remain unchanged and in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below

BellSouth Telecommunications, Inc.

By: 

Name: Kristen Rowe

Title: Director

Date: 9/28/04

CenturyTel Fiber Company II, LLC

By: 

Name: Dan Davis
General Counsel

Title:

Date: 9/21/04